

Company No: 1420670

KOWLOON JUNIOR SCHOOL PARENT TEACHER ASSOCIATION LIMITED

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the School Hall, Kowloon Junior School, 20 Perth Street, Ho Man Tin, Kowloon, Hong Kong, on Friday, 14 October at 3.00 p.m. to 4.00 p.m. for the following purposes:

1. To receive the audited accounts and the reports of directors and auditors of the Company for the year ended 30 June 2022;
2. To approve the appointment of the Auditors for 2022-2023;
3. To elect Committee Members;
4. The following resolutions will be considered and, if thought fit, approved, without or without modifications, by members of the Company at the AGM:-

AS ORDINARY RESOLUTIONS

- "(a) To approve the establishment of an unincorporated association (“New Association”)to take up the business of the Company as further described in these resolutions;
- (b) To approve the draft constitution to be produced to the AGM (subject to such amendments and additions thereto as the Committee Members should in their discretion deem necessary, appropriate or desirable) as the constitution of the New Association (the "Constitution");
- (c) To approve the establishment of the New Association by the Committee Members (or such Committee Members as designated by the Committee) and to sign all documents, applications and forms as are necessary or desirable for such purpose;
- (d) To approve the making of an application to the Inland Revenue Department pursuant to section 88 of the Inland Revenue Ordinance for the recognition of the New Association as an approved charitable institution and for tax exemption (the "Application")
- (e) To authorise the Committee Members to do any act, matter or thing and to execute any other documents as may in the opinion of the Committee Members be necessary, advisable or incidental in connection with the preceding resolutions."

5. As it is proposed that an application be made to the Hong Kong Registrar of Companies to deregister the Company pursuant to s750 of the Companies Ordinance (Cap.622) (the "**Deregistration**"), to consider, and if thought fit, pass the following Resolution as a special resolution:

AS SPECIAL RESOLUTION

- (a) the Deregistration is hereby approved by all Members;
- (b) the Committee be authorised and instructed to undertake the closing of bank accounts of the Company;
- (c) any Committee Member be authorised to make an application for the Deregistration to the Hong Kong Registrar of Companies and that the conduct of the Committee during such application be and is hereby approved/ratified;
- (d) the conduct of any Committee Member or person acting on behalf of the Company in completing and executing a Form IR 1263 in order to obtain the Notice of No Objection from the Hong Kong Commissioner of Inland Revenue is hereby approved/ratified;
- (e) any Committee Member be and is hereby authorised to complete and sign the Form NDR1 for submission to the Hong Kong Registrar of Companies and thereafter to deliver the Notice of No Objection and Form NDR1 to the Hong Kong Registrar of Companies and to do such other things as such director(s) may deem necessary or proper in connection therewith;
- (f) any Committee Member be and is hereby authorised to affix the Company seal to and deliver any document in connection with the Deregistration on behalf of the Company and to do such other things as such Committee Member(s) may deem necessary and proper in connection therewith;
- (g) in connection with the actions contemplated by these resolutions, the Committee Members, and such other persons as are authorised by any of them are authorised, in the name and on behalf of the Company, to do such further acts and things as any Committee Member or such duly authorised other person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, these resolutions; this includes performing (or cause to be performed), in the name and on behalf of the Company, all such acts and executing, delivering or filing (or cause to be executed, delivered or filed) with any person including any governmental authority or agency, any documents and to pay, or cause to be paid, any payments, as any of them may deem necessary or advisable to carry out the intent of these resolutions, the authority for the taking of any such action and the execution, delivery or filing of any such documents to be conclusively evidenced by these resolutions; and
- (h) any and all actions of the Company, or of the Committee, taken in connection with the actions contemplated by the these resolutions prior to the date of this meeting be and are

ratified and approved as if such action(s) had been presented to for approval, and approved by, the Members prior to such action being taken.

BY ORDER
OF THE COMMITTEE

Anna Rayton
Chairman
23 September 2022